

PEPSICO INC  
Form 8-K  
February 28, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 25, 2013**

**PepsiCo, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**North Carolina**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-1183**  
**(Commission**

**File Number)**

**13-1584302**  
**(IRS Employer**

**Identification No.)**

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700 Anderson Hill Road

Purchase, New York 10577

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (914) 253-2000

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**  
**PepsiCo Senior Notes Offering.**

On February 25, 2013, PepsiCo, Inc. ( PepsiCo ) announced an offering of \$625,000,000 aggregate principal amount of its Floating Rate Notes due 2016 (the 2016 Floating Rate Notes ), \$625,000,000 aggregate principal amount of its 0.700% Senior Notes due 2016 (the 2016 Fixed Rate Notes ) and \$1,250,000,000 aggregate principal amount of its 2.750% Senior Notes due 2023 (the 2023 Fixed Rate Notes and, together with the 2016 Floating Rate Notes and the 2016 Fixed Rate Notes, the Notes ). BNP Paribas Securities Corp., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated were joint bookrunners for the offering of the Notes.

The public offering price of the 2016 Floating Rate Notes was 100.000% of the principal amount, the public offering price of the 2016 Fixed Rate Notes was 99.965% of the principal amount and the public offering price of the 2023 Fixed Rate Notes was 99.904% of the principal amount. PepsiCo received net proceeds of approximately \$2,489.8 million, after deducting underwriting discounts and estimated offering expenses payable by PepsiCo. PepsiCo intends to use the net proceeds for general corporate purposes, including the repayment of commercial paper. The Notes were offered and sold pursuant to a Terms Agreement (the Terms Agreement ) dated February 25, 2013 (incorporating the Underwriting Agreement Standard Provisions dated February 25, 2013) among PepsiCo and the representatives of the several underwriters, under PepsiCo s automatic shelf registration statement (the Registration Statement ) on Form S-3 (Registration No. 333-177307), filed with the Securities and Exchange Commission (the SEC ) on October 13, 2011. PepsiCo has filed with the SEC a prospectus supplement, dated February 25, 2013, together with the accompanying prospectus, dated October 13, 2011, relating to the offer and sale of the Notes.

The Notes were issued on February 28, 2013 pursuant to an Indenture (the Indenture ) dated as of May 21, 2007 between PepsiCo and The Bank of New York Mellon, as Trustee. The 2016 Floating Rate Notes will bear interest at the rate of LIBOR plus 21 basis points, with interest payable on February 26, May 26, August 26 and November 26 of each year, beginning on May 26, 2013, and will mature on February 26, 2016. The 2016 Floating Rate Notes are not redeemable. The 2016 Fixed Rate Notes will bear interest at the rate of 0.700% per year, with interest payable on February 26 and August 26 of each year, beginning on August 26, 2013, and will mature on February 26, 2016. PepsiCo will be able to redeem some or all of the 2016 Fixed Rate Notes at any time and from time to time at the greater of 100% of the principal amount of the 2016 Fixed Rate Notes being redeemed and the discounted present value of such Notes, discounted at the corresponding U.S. Treasury rate plus 5 basis points. The 2023 Fixed Rate Notes will bear interest at the rate of 2.750% per year, with interest payable on March 1 and September 1 of each year, beginning on September 1, 2013, and will mature on March 1, 2023. PepsiCo will be able to redeem some or all of the 2023 Fixed Rate Notes at any time and from time to time at the greater of 100% of the principal amount of the 2023 Fixed Rate Notes being redeemed and the discounted present value of such Notes, discounted at the corresponding U.S. Treasury rate plus 15 basis points. The Notes are unsecured obligations of PepsiCo and rank equally with all of PepsiCo s other unsecured senior indebtedness. The Indenture also contains customary event of default provisions.

The above description of the Terms Agreement, the Indenture and the Notes is qualified in its entirety by reference to the Terms Agreement, the Indenture and the forms of Notes. Each of the Terms Agreement and the forms of 2016 Floating Rate Note, 2016 Fixed Rate Note and 2023 Fixed Rate Note is incorporated by reference into the Registration Statement and is attached to this Current Report on Form 8-K as Exhibit 1.1, Exhibit 4.1, Exhibit 4.2 and Exhibit 4.3, respectively. The Board of Directors resolutions authorizing PepsiCo's officers to establish the terms of the Notes are incorporated by reference into the Registration Statement and are attached to this Current Report on Form 8-K as Exhibit 4.4. The Indenture has been incorporated by reference as Exhibit 4.3 to the Registration Statement. Opinions regarding the legality of the Notes are incorporated by reference into the Registration Statement and are attached to this Current Report on Form 8-K as Exhibits 5.1 and 5.2; and consents relating to such incorporation of such opinions are incorporated by reference into the Registration Statement and are attached to this Current Report on Form 8-K as Exhibits 23.1 and 23.2 by reference to their inclusion within Exhibits 5.1 and 5.2, respectively.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

- 1.1 Terms Agreement dated February 25, 2013 (incorporating the Underwriting Agreement Standard Provisions dated February 25, 2013) among PepsiCo and BNP Paribas Securities Corp., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of the several underwriters named therein.
  
- 4.1 Form of Floating Rate Note due 2016.
  
- 4.2 Form of 0.700% Senior Note due 2016.
  
- 4.3 Form of 2.750% Senior Note due 2023.
  
- 4.4 Board of Directors Resolutions Authorizing PepsiCo's Officers to Establish the Terms of the Notes.
  
- 5.1 Opinion of Davis Polk & Wardwell LLP.
  
- 5.2 Opinion of Womble Carlyle Sandridge & Rice, LLP.
  
- 23.1 Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1).
  
- 23.2 Consent of Womble Carlyle Sandridge & Rice, LLP (included in Exhibit 5.2).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 28, 2013

**PepsiCo, Inc.**

By: /s/ Kelly Mahon Tullier

Name: Kelly Mahon Tullier

Title: Senior Vice President, Deputy General Counsel

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**INDEX TO EXHIBITS**

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